



OFFICE OF THE ATTORNEY GENERAL OF TEXAS
AUSTIN

GERALD C. MANN
ATTORNEY GENERAL

Honorable Will Mann Richardson
Assistant Secretary of State
Austin, Texas

Dear Sir:

Opinion No. O-4400
Re: Article 1326, V. A. C. S., is
mandatory.

Your request for opinion has been received and carefully considered by this department. We quote from your request as follows:

"A non-profit corporation organized under Subdivision 3 of Article 1302 has raised a question as to the effect of Article 1326. That article requires that the by-laws be amended by a majority vote of the stockholders at any election or special meeting ordered for that purpose by the directors or trustees on a written application of a majority of the stockholders or members.

"The corporation wishes to know whether it may amend its by-laws so that in the future all amendments of the by-laws may be governed by Roberts Rules of Order. To allow them to do this, it would be necessary to hold that Article 1326 is directory rather than mandatory, and we have advised them that in the opinion of this Department Article 1326 would have to be complied with even though they state that they will be governed by Roberts Rules of Order.

"They will appreciate an opinion from your Department as to whether Article 1326 is mandatory on non-profit corporations."

Article 1326, Vernon's Annotated Texas Civil Statutes, reads as follows:

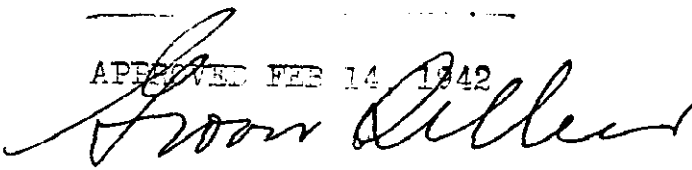
"The directors may adopt by-laws for the government of the corporation. Such by-laws may be altered, changed or amended by a majority vote of the stockholders at any election or special meeting ordered for that purpose by the directors or trustees, on a written application of a majority of the stockholders or members."

It is our opinion that Article 1326, V. A. C. S., supra, is mandatory, and we answer your question in the affirmative.

Very truly yours

APPROVED FEB 14 1942

ATTORNEY GENERAL OF TEXAS


HOMER ALLEN
FIRST ASSISTANT
ATTORNEY GENERAL

By


Wm. J. Fanning
Assistant

WJF:CO

